

Four Wheel Drive - South Australia



CONSTITUTION

31st JANUARY 2011

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CONSTITUTION of FOUR WHEEL DRIVE SOUTH AUSTRALIA

DEFINITIONS

The Act	The Associations Incorporation Act 1985 (as amended.)
The Executive	The Executive of Four Wheel Drive South Australia
Members	All Full, Corporate and Associate members of FWDSA by way of their nominated delegate(s)

1. NAME

The name shall be **Four Wheel Drive South Australia Incorporated**, hereinafter called "FWDSA".

2. MANAGEMENT

- 2.1** The management of FWDSA shall be vested in the Executive, subject to the Act, this Constitution and By-Laws FWDSA.
- 2.2** The Executive shall consist of not less than six persons or more than twelve persons comprising:-
- 2.2.1** The President, Vice President, Treasurer, Secretary and Assistant Secretary.
- 2.2.2** The chairperson or a nominated representative from each of the sub-committees or units (if any) as determined by a General Meeting.
- 2.3** The President, Vice President, Treasurer, Secretary and Assistant Secretary shall each hold office for a term of two years and shall be elected at the Annual General Meeting of FWDSA.
- 2.4** At the first Annual General Meeting of FWDSA and under this Constitution, the President and Vice President shall be elected for a term of two (2) years. The Secretary, Treasurer and Assistant Secretary shall each be elected for a term of one year.
- 2.5** No office bearer under clause 2.3 shall hold office for more than two consecutive terms.
- 2.5.1** Subject to Clause 2.5 in the event that no nominations are received by or at the Annual General Meeting for any of the positions in Clause 2.3, and the incumbent office bearer is willing to stand for a further term, that office bearer shall be permitted to nominate for a further term in office.
- 2.6** The President or his / her nominated representatives are ex-officio members of all Units and sub-committees which may be established by the Executive of FWDSA.
- 2.7** The Executive shall meet monthly at the discretion of the Executive. The quorum for Executive meetings shall be half plus one of its members.
- 2.8** The office of an Executive Member shall become vacant if such member is;
- (i) disqualified by the Act
 - (ii) permanently incapacitated by ill health
 - (iii) absent without apology from more that three consecutive meetings

(iv) subject to a motion of suspension or expulsion in accordance with clause 5.7

2.9 Should a vacancy occur the Executive may recommend the appointment of a member delegate or individual club member to fill it. Each such appointed person shall hold office until the next Annual General Meeting, when they shall be eligible for re-election in accordance with this constitution. Election to the vacant position shall be for the remaining term of the former occupant, and be approved by the delegates at a General Meeting.

2.10 Whereas all other Executive Members may be nominated as a FWDSA delegate by their respective club(s), the President may not.

2.11 All Executive positions shall be honorary.

3. OBJECTS

The objects FWDSA shall be:-

3.1 To be the authority for legally constituted and incorporated four wheel drive clubs of similar and compatible aims.

3.2 To provide a united voice for its members and contribute to the fellowship of four wheel drive recreation in South Australia.

3.3 To represent the interests of four wheel drive recreation to Government and non-Government bodies.

3.4 To co-ordinate and facilitate the exchange of information and ideas which will encourage the growth of four wheel drive recreation in South Australia.

3.5 To provide a range of support services to meet the needs of members.

3.6 To support and encourage responsible recreational four wheel drive touring and camping which protects the environment and encourages access to public and private land.

3.7 To do all such other things as may be incidental to the attainment of such objects.

4. POWERS.

4.1 The powers of FWDSA shall be the powers contained in the Act, and without limiting those powers, FWDSA shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract, including a contract of employment.

4.2 The Executive shall be able to exercise the full powers of FWDSA in accordance with the Constitution and By-Laws, and without limiting those powers, shall have the management and control of the funds and other property of FWDSA, provided that the Executive, must obtain approval, at a General Meeting before borrowing money or securing any payment by charging the property to FWDSA.

5. MEMBERSHIP

5.1 Members may be 4WD clubs, business or other organisations, and persons whose aims and activities are similar to those of existing member clubs, who have agreed to accept the above objects, paid the prescribed membership fee, and make the appropriate written application.

5.2 Categories of Membership

5.2.1 Full member

Full Membership shall be available to all Incorporated Recreational Four Wheel Drive Clubs who make application for membership in the prescribed manner, with an approved constitution, and who are accepted by the Executive and ratified by a General Meeting of FWDSA. A Full member may appoint from its members such number of delegate(s) as set out in the By-Laws of FWDSA, who may speak and vote on its behalf.

5.2.2 Corporate Member

Corporate membership shall be available to any business, club or other organisation which has an interest in the four wheel drive industry and whose purpose for membership is compatible with those of FWDSA. Corporate members may appoint, from amongst their number, a delegate who may speak on their behalf.

5.2.3 Associate Member

Associate Membership shall be available to employees of FWDSA and to any other business, club, group, association, or individual who is not otherwise eligible for membership. Associate members shall have no voting rights.

5.3 Application for membership

An application for membership to FWDSA shall be made in writing, signed by the President or Executive Officer of the applicant organisation (where applicable) and, in the case of a Full Member, accompanied by a copy of the Constitution of the applicant club.

5.4 Fees

All Members shall pay an annual membership fee which shall be recommended by the Executive and approved at the Annual General Meeting.

5.5 Rights of Members

5.5.1 Members or their delegate(s) (as defined in Clause 5.2) shall be entitled to attend all Annual, General and Special Meetings of FWDSA.

5.5.2 Only the delegate(s) of Full Members shall be entitled to vote at any meeting of FWDSA. Each Full member club shall be entitled to one vote.

5.5.3 Member Clubs shall register with the FWDSA Secretary in writing the names and contact details of their delegates, on appointment or change. No delegate shall represent or vote on behalf of more than one Member Club.

5.5.4 In the absence of their registered delegate(s), member Clubs can nominate substitute delegate(s) in writing to the FWDSA Secretary, which shall be recorded in the minutes of the meeting.

5.6 Termination of Membership

Membership shall cease upon the occurrence of any one of the following events:-

5.6.1 Resignation in writing delivered to the premises or postal address of FWDSA.

5.6.2 Termination of employment by FWDSA.

5.6.3 Suspension or expulsion of membership.

5.6.4 Non renewal of membership within three months of expiry.

5.7 Caution, Suspension or Expulsion of Members or Executive Members.

- 5.7.1** FWDSA may caution, suspend or expel any member, Executive Member or Delegate whose conduct it shall consider in its absolute discretion to be detrimental to the interests of FWDSA.
- 5.7.2** A notice of motion of such suspension or expulsion shall be issued by certified mail to all Member Clubs and the motion shall be put as the subject of a postal vote at the next General Meeting, so that all Member Clubs have the opportunity to respond. Any decision must be by a 75% majority of respondents.
- 5.7.3** A suspended or expelled Member, Executive Member or Delegate shall be given written notice of such action within seven days of the resolution, together with the reasons for such action. The Member, Executive Member or Delegate shall be given the right of one appeal to a General Meeting. Subject to the result of that appeal, membership to FWDSA, if applicable, shall be terminated. Notwithstanding the foregoing right of appeal, any Executive Member who is subject to such action shall be stood down and shall cease to conduct duties of office immediately.
- 5.7.4** FWDSA shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

6. PATRON

A patron may be determined and appointed by the Executive or Delegates.

7. MEETINGS

7.1 Annual General Meeting

- 7.1.1** FWDSA shall hold an Annual General Meeting every calendar year within three months after the close of the financial year.
- 7.1.2** The business of the Annual General Meeting shall be:-
- (i) To confirm the minutes of the previous Annual General Meeting.
 - (ii) To receive the reports of the President, Honorary Treasurer, Auditor and Unit Chairpersons for the preceding financial year.
 - (iii) To approve the financial budget for the current financial year.
 - (iv) To set membership subscriptions for the current financial year.
 - (v) To elect or re-elect the Officers of FWDSA.
 - (vi) To appoint the Honorary Auditor of FWDSA.
 - (vii) To conduct any other business placed on the agenda in accordance with Clause 7.2.2 of the constitution.
- 7.1.3** By consent of no less than 75% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of the Annual General Meeting.

7.2 Notice of Annual General Meetings

- 7.2.1** Not less than 60 days notice in writing of the Annual General Meeting shall be given to every Member. The notice of the Annual General Meeting shall include a request for agenda items, notices of motion, notification of requirements for election to the Executive, a proposed budget and also the proposed membership fees for the coming year.
- 7.2.2** Agenda items and notices of motion shall be in writing, addressed to the Secretary and be received at FWDSA's postal address not less than 30 days prior to the Annual General Meeting.
- 7.2.3** The agenda of the Annual General Meeting shall be sent to each Member not less than 21 days prior to that meeting.

7.3 General Meetings

General Meetings shall be held monthly or at the discretion of member Clubs.

7.4 Notice of General Meetings

Not less than 21 days notice in writing of each General Meeting shall be given to every Member. Notice of each General Meeting shall also include a request for agenda items and notices of motion.

7.5 Special General Meetings

A Special General Meeting shall be called by the Secretary within 28 days of the receipt of a directive of the Executive or a written request of three Executive members or six Member clubs, specifying the business to be conducted at the meeting.

7.6 Quorum

A quorum at any Annual General Meeting, General Meeting or Special General Meetings shall be the delegate(s) of 10 member Clubs and not less than half of the Executive.

8. UNITS AND SUB-COMMITTEES

8.1 Units

- 8.1.1** FWDSA at a General Meeting may set up Units to deal with any special activities undertaken by FWDSA, and delegate in writing to each Unit(s) such power and reporting requirements as FWDSA or Executive may decide.
- 8.1.2** Funding for the continuation of the activities of each Unit will be approved annually at the Annual General Meeting in accordance with the recommendation of the Treasurer.
- 8.1.3** The chairperson of each Unit will be recommended annually by the Unit following each Annual General Meeting of FWDSA and ratified at the next General Meeting.
- 8.1.4** FWDSA may disband any Unit, subject to a majority vote at a General Meeting.

8.2 Sub-Committees

FWDSA at a General Meeting, or the Executive, may set up sub-committee(s) of one or more persons for the purpose of carrying out specific tasks and / or making recommendations to the Executive on specific matters.

Their function, terms of reference, and proposed date of winding up will be recorded in the minutes of the meeting at which they are created. Any outcomes may be included in the President's report at the Annual General Meeting.

9. STAFF

- 9.1** The Executive may, with the approval of a General Meeting, appoint a paid Administrative Officer to supervise the office of FWDSA and carry out such other duties that may be determined.
- 9.2** The Administrative Officer may, with the approval of a General Meeting, employ such other staff as the Executive deems necessary.
- 9.3** An employee of FWDSA shall be a member of FWDSA.
- 9.4** A person performing paid work for FWDSA on a regular basis:-
- 9.4.1** Shall not be a member of the Executive unless specifically provided for in this constitution or any subsequent amendment: and
- 9.4.2** Shall not take part in any decisions relating to paid work and shall remain absent from deliberations relating to any paid worker if so requested by a majority of the Executive.

10. COMMON SEAL.

- 10.1** The Common Seal of FWDSA shall only be affixed by resolution at a General Meeting and in the presence of two Office bearers.
- 10.2** The Seal shall remain in the safekeeping of the Secretary.

11. AUDIT

A qualified Auditor shall be appointed by FWDSA at the Annual General Meeting each year. The Auditor shall examine all books and accounts of FWDSA, all Units and sub-committees and report to the members as to the correctness of those accounts.

12. ACCOUNTS AND FINANCE

- 12.1** The Executive shall cause proper accounting and other records to be kept, which shall be available for the inspection of any member club, by appointment with the Treasurer.
- 12.2** Attached to the agenda of each Annual General Meeting of FWDSA and distributed to each member club the financial reports of FWDSA made up to the end of the preceding financial year, accompanied by a copy of the Auditor's report.
- 12.3** Persons, who, with the authorisation of the Executive, incur any debt or other liability on behalf of, and in accordance with the approved budget of FWDSA, shall have such liability met from the resources of FWDSA so that they incur no personal loss.
- 12.4** The income, property and funds of FWDSA shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members, provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of FWDSA and without undue preference.
- 12.5** Any information or material however stored, retained, presented or prepared, that has been requested, directed or contracted for any purpose or by any means by FWDSA, the Executive, any Unit or Sub-

committee, or any Member Club of FWDSA on behalf of FWDSA, shall become and remain the sole property of FWDSA unless otherwise contracted.

12.6 No elected member of the Executive or any delegate shall be appointed to any salaried office of FWDSA, nor shall they derive any personal monetary gain from the activities of FWDSA.

12.7 No member of FWDSA, ceasing for any reason to be a member, shall be entitled to or have any claims upon any portion whatsoever of the property, funds, or intellectual property of FWDSA.

13. AMENDMENT OF THE CONSTITUTION AND BY-LAWS

13.1 This constitution may be repealed or amended by resolution of 75% of member clubs or their delegate(s) present and eligible to vote at a General Meeting, of which not less than 60 days' written notice including notice of the proposed repeal or amendment has been distributed to all members.

13.2 By-Laws for the proper administration of FWDSA, meetings, or business may be made, repealed or amended by a General Meeting or the Executive, subject to subsequent approval at a General Meeting, provided that not less than 30 days' written notice of the proposed new by-law, repeal or amendment has been distributed to all member clubs.

14. NOTICES

A notice may be served by or on behalf of FWDSA upon any member club or delegate personally, by sending it through the post, by courier messenger or electronic means addressed to the member at its registered address, or by sending such letter to the Executive Officer.

President or Secretary of the member club whose address has been supplied to FWDSA by such member club or contained on its letterhead.

The notice is deemed to have been received by the member club or delegate five business days after posting or delivery, or an acknowledgement of correct electronic transmission.

15. WINDING UP

15.1 FWDSA may be wound up or dissolved by a resolution passed by a 75% majority of the delegates present and eligible to vote at a Special Meeting called for that purpose.

15.2 If, upon winding up or dissolution of FWDSA, there remains after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the delegates of FWDSA, but shall be given or transferred to some other non-profit institution or institutions which have objectives similar to those of FWDSA or a registered charity.

15.3 Upon winding up or dissolution of FWDSA, the administrative records of FWDSA shall be offered to an appropriate archival institution and then to the Member Club with the longest continuing time of existence.

**BY-LAWS
OF
FOUR WHEEL DRIVE SOUTH AUSTRALIA INC.**

These By –Laws supplement, and are to be read in conjunction with the constitution.

1. Membership Fees.

- a. Membership fees shall be levied on a Full Member on the basis of the number of club members, who nominate that Full Member as their primary club, as at the end of the Full Member's financial year immediately prior to FWDSA's Annual General Meeting. Membership fees become due within sixty days of the Annual General Meeting of FWDSA. Membership shall be deemed to have lapsed if payment of fees is not received within thirty days of the due date.
- b. Full member, Corporate and Associate fees shall be levied at rate(s) to be determined by the Executive and ratified at an Annual General Meeting. Fees for Corporate and Associate Members become due within sixty days of the Annual General Meeting of FWDSA. Membership shall be deemed to have lapsed if payment of fees is not received within thirty days of the due date.
- c. Accounts for membership fees shall be sent to all members.

2. Notice of General Meetings

Clause 7.4 of the constitution will be deemed to be satisfied if the Secretary issues, with the minutes of each General Meeting, a rolling timetable setting out the dates and times of General Meetings up to 12 months in advance.

3. Conduct of Meetings

- a. All meetings, of the Executive, General, Special and Annual General Meetings shall be conducted in accordance with the generally accepted rules of Meetings.
- b. Minutes of the Meetings are to be accurately recorded, without embellishment and are to be distributed together with a précis of activities conducted throughout FWDSA occurring during the intervening period between Meetings, to all members within 21 days of such General, Annual General or Special Meeting.
- c. In the absence of a quorum thirty minutes after the published commencement time of any Meeting, the Meeting shall lapse.
- d. All Members of full Members who are currently financial Members are eligible to attend Annual, Special and General Meetings.

4. Election of the Executive

- a. Financial members of Full Members are eligible to be nominated for positions on the Executive.
- b. Nominations are to be signed by the candidate, proposer and seconder and may be submitted to the Secretary prior to the commencement of the Annual General Meeting.
- c. The returning officer shall call for nominations from the floor of the Annual General Meeting prior to the election of each position.

5. Voting at Annual, General, Extra-Ordinary and Special Meetings

Voting at Annual, General, and Special Meetings will be by simple majority, except where otherwise stated in this Constitution or these By-Laws. Voting shall be by show of hands, unless a secret ballot is requested by not less than two Members.

- a. Each Member attending Meetings shall be entitled to votes as defined in **clause 5.5.2** of the Constitution.
- b. Where it is determined by the majority of members at a meeting that a matter should be subject to a Postal Ballot, a period of thirty five (35) days shall be allowed for the dispatch (together with all relevant information for and against) and receipt of ballots. Results of the vote will be promulgated to all Members within fourteen days of the notified closing date.
- c. All delegates from one member club shall be required to agree on a single decision to be cast as a vote in the name of the Full Member. In the event of delegates being unable to agree, the delegates may move to have a postponement of the vote in order that the decision of their club may be obtained.

6. Duties of the Executive (Clause 2 of the Constitution)

The Executive is empowered to oversee the efficient administration of the day to day affairs of FWDSA, implement the policy decisions of the Members and properly represent FWDSA and its members in an official capacity at meetings/functions/events to which FWDSA may from time to time be invited to be represented.

7. Duties of the President

The President is the Chief Officer of FWDSA and shall:-

- a. Direct the activities of FWDSA in accordance with the Constitution, By-Laws and meetings of Members of FWDSA.
- b. Chair Meetings of FWDSA.
- c. Provide a full report to Members at Meetings on the progress and activities of FWDSA.
- d. Receive advice and recommendations from Units/Sub-Committees with regard to activities and policies consistent with the Objects of FWDSA.
- e. Ensure that a returning officer is appointed at the General Meeting prior to the Annual General Meeting.
- f. Ensure that all positions which are Appointed Positions are filled as required.
- g. Together with the Secretary, prepare the agenda for Executive and General Meetings.
- h. At any meeting have a casting vote if votes are equal.
- i. Act as spokesperson unless an alternative spokesperson has been appointed by the Executive or a General Meeting. The spokesperson shall make public statements in accordance with previously agreed policy, or in an emergency following consultation with a least 2 members of the Executive.

7. Duties of the Vice President

The Vice President is to deputise for the President, assume all duties of the President in his/her absence, and carry out such other duties as may be authorised by the Executive.

8. Duties of the Honorary Secretary

The Honorary Secretary shall:-

- a. Prepare and issue Notice of Meetings in accordance with the constitution.
- b. Keep charge of all documents, correspondence, Minute and Record Books of FWDSA, including archives.
- c. Record accurate Minutes of all Meetings and distribute said Minutes to all Members/Associates within fourteen (14) days of such meeting.
- d. Perform all duties of Returning Officer at all (other than Annual General) Meetings.
- e. Ensure the compliance of FWDSA with statutory and legislative requirements.
- f. Act as Public Officer of FWDSA in accordance with the Act.

Note: In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member may be elected as minute secretary.

9. Duties of the Honorary Treasurer

The Honorary Treasurer shall:-

- a. Ensure that all monies received on behalf of FWDSA are paid into an account authorised by the Executive in the name of FWDSA, a Unit or a sub-committee of FWDSA within 7 days. Payments for justified and approved expenditure incurred on behalf of FWDSA shall be by cheque, on receipt of an invoice or reimbursement request accompanied by receipt(s). The authorised signing officers of FWDSA shall consist of the President, Vice President, Honorary Treasurer and Secretary. Any one of the Executive to sign in accordance with the rules of FWDSA. All payments shall be presented to the next General Meeting for ratification.
- b. Keep and maintain a Register of Assets:
- c. Ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member by arrangement with the treasurer.
- d. Prepare the Annual Budget and present the Financial Statements of FWDSA at each General Meeting, in accordance with the Associations Incorporation's Act.
- e. Ensure the Annual Financial Statements comprising of an account of receipts and payments and a statement of Assets and Liabilities or an account of Income and Expenditure and a Balance Sheet shall be prepared following the end of FWDSA's financial year.
- f. Present all financial records and books of account to the Auditor for audit prior to the Annual General Meeting.
- g. Send all members an annual account for membership fees.

10. Duties of Honorary Assistant Secretary

Assist the Executive with the efficient day to day operations of FWDSA.

11. Appointed Positions

The Executive shall notify Member clubs of any vacancy in appointed positions as and when they occur and call for nominations to fill same. Only persons who are ordinary members of a Full Member are eligible to be nominated.

Appointed positions shall be reviewed by the Executive following the Annual General Meeting.

Appointed positions may be filled at the discretion of the Executive, with the agreement of a General Meeting, for a period to expire no later than the General Meeting following the next Annual General Meeting. Holders of such appointments are eligible to be re-appointed on the agreement of the members. Notification to the appointee and all Members is to be given in writing by the Executive.

12. Public Statements in the Name of FWDSA

- a. Public statements on behalf of and in the name of FWDSA shall be made only by persons authorised by the Executive. Public statements shall mean any media release, pamphlet, letter to a newspaper or magazine, or association or through the media.
- b. This regulation is not intended to inhibit any necessary negotiations or informal dialogue, in accordance with the Objectives of FWDSA, between those authorised persons and Government agencies or other groups, clubs or individuals.

13. Preservation of Rights of Members

No public statement is to be made by any member or the Executive which may cause to commit, or appear to commit FWDSA or any Member to a course of action in which their rights, or those of their ordinary members may be impaired.

14. Conduct of Delegates

Delegate(s) of Full Members, Corporate Members, and Associate Members, who, over a period of time, conduct themselves in such manner at meetings that is deemed, by a simple majority of the delegates present, detrimental or deliberately disruptive to the conduct of the meetings, or wilfully offensive, shall be suspended from such meeting in accordance with clause 5.7 of the constitution. The member shall be requested, in writing, to replace the Delegate(s) so suspended.

15. Misuse of the Name FWDSA

Misuse of the name FWDSA shall be deemed to have occurred where any member or individual representing themselves and hold membership to FWDSA, and endorses directly or by implication any product or service without the express written permission of the Executive. This equally applies to any representation which may cause, or be likely to cause to bring disrepute or be detrimental to the good name of FWDSA and any or all of its Members, Corporate Members and Associate Members.

16. Insurance

The Executive shall obtain and maintain Public Liability Insurance which shall include cover for Directors and Officers. Such insurance shall apply to FWDSA and all Members, and shall at all times indemnify and keep indemnified FWDSA and all classes of membership from Public Liability.

FWDSA and members shall not be permit the conduct of activities involving the use of unregistered/un-roadworthy vehicles and/or where compulsory third party/bodily injury insurance is not in place, or a approved and accepted alternative liability insurance is in force.

17. Financial Year

The financial year of FWDSA shall be 1st January to 31st December.

18. Number of Delegates

Each member club shall be entitled to appoint the following number of delegates to represent the club's interest at all meetings of FWDSA:-

- a. Two delegates for the first 100 members or part thereof.
- b. One delegate for each further 100 members or thereof.

19. Public Officer

The Secretary of FWDSA shall be appointed the Public Officer in accordance with the Associations Incorporation Act, 1985 (as amended).

20. Delegate to Australian National Four Wheel Drive Council

The Executive shall nominate a Delegate to represent FWDSA at the Australian National Four Wheel Drive Council, to be ratified at the next General Meeting of FWDSA.

21. State Insurance Officer

The appointment of the State Insurance Officer shall be made by FWDSA upon a recommendation of the Executive in consultation with FWDSA's Insurer or Broker. The State Insurance Officer shall be appointed (provisionally) annually at the Annual General Meeting of FWDSA and confirmed at the next General Meeting after the Annual General Meeting should the Insurer or Broker not be present at the Annual General Meeting.

22. Conflict of Interest

Any Member of the Executive, delegate, or appointed position who has a pecuniary interest in any subject under discussion at any meeting shall declare their interest and shall be excluded from voting on the final decision.